



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

RECORDATION NO. 8150-R FILED 1425

DEC 13 1993-3 35 PM

0100065044 INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

December 8, 1993

Interstate Commerce Commission RECORDATION NO. 8150 FILED 1425
12th St. & Constitution Ave., N.W.
Washington, DC 20423

DEC 13 1993-3 35 PM

Attn: Ms. Mildred R. Lee
Room 2303

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series 13)
Recordation No. 8150

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Tenth Supplemental Equipment Trust Agreement dated as of July 31, 1993, between Union Tank Car Company and Chemical Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/14/93

OFFICE OF THE SECRETARY

Jean Fowler

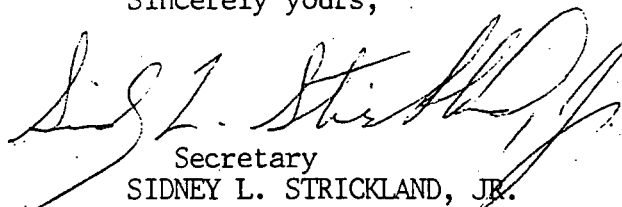
Legal Assistant

Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 12/13/93 at 3:35pm, and assigned
recordation number(s). 8150-R & 8150-S

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 8157-8 FILED 1425

DEC 13 1993 - 3 35 PM

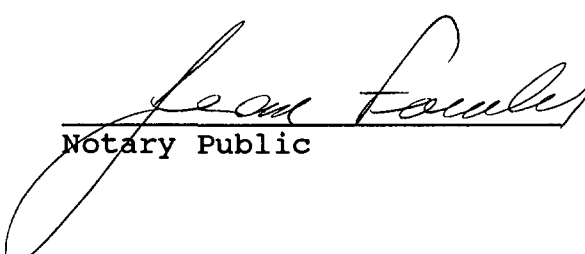
INTERSTATE COMMERCE COMMISSION

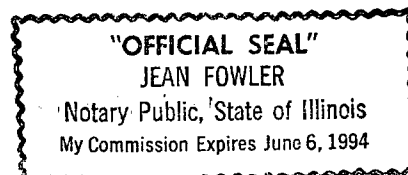
STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated November 18, 1993 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 8th day of December, 1993.


Notary Public



DEC 13 1993 -3 35 PM

BILL OF SALE

INTERSTATE COMMISSION

CHEMICAL BANK

as Trustee under Equipment Trust Agreement

Dated as of December 15, 1975

(Series 13)

to

UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 15, 1975, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of July 31, 1993.

CHEMICAL BANK

BY:

M.B. JOHNSTON

(CORPORATE SEAL)

TRUST OFFICER

Attest:

Its Assistant Trust Officer

UTC2044

STATE OF NEW YORK)

) ss

COUNTY OF _____)

On this 18th day of November, 1993, before me, a Notary Public in and for said State and County, personally appeared M.R. JOHNSTON and H. Gindraux, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER and Assistant Trust Officer of Chemical Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.


Notary Public

My Commission Expires:

ANNABELLE DeLUCA
Notary Public, State of New York
No.01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1995

UTC2044

7/31/93

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)
 SCHEDULE B - SERIES R13

| QUANTITY | A.A.R. MECHANICAL CODE | CAPACITY GALLONS/ CUFT. | ROAD NUMBERS |
|----------|------------------------------|-------------------------------|---|
| ----- | ----- | ----- | ----- |
| 6 | BOXT | 70 TON | BCIT 841248, 841271, 841272 841304, 841309, 841324 |
| 2 | GONC | 4,000 | UNPX 102186, 102222 |
| 1 | TA | 12,300 | UTLX 12819 |
| 3 | TA | 13,500 | UTLX 12753, 12769, 12795 |
| 1 | TM | 14,500 | UTLX 12085 |
| 1 | TM | 17,000 | UTLX 72196 |
| 3 | TM | 20,000 | UTLX 320, 40339, 58090 |
| 1 | TM | 23,500 | UTLX 75305 |
| 1 | TM | 25,700 | UTLX 96120 |
| 1 | TM | 30,000 | UTLX 40684 |
| ----- | | | |
| 20 | TOTAL | | |